

**VEER GLOBAL INFRACONSTRUCTION LIMITED**

**POLICY ON RELATED  
PARTY TRANSACTIONS**

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## 1. Introduction

This Policy on Related Party Transactions ("Policy") has been formulated in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Companies Act, 2013, as amended from time to time. The objective of this Policy is to ensure that transactions entered into with related parties are conducted in a fair, transparent, and compliant manner, safeguarding the interests of the Company and its stakeholders.

## 2. Applicability

This Policy applies to transactions between the Company and its related parties, including material transactions, ensuring compliance with the regulatory framework and corporate governance norms.

## 3. Definitions

- Related Party: As defined under Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of SEBI LODR.
- Related Party Transactions (RPTs): Transactions as per Section 188 of the Companies Act, 2013, and Regulation 2(1)(zc) of SEBI LODR.
- Material Related Party Transactions: A transaction with a related party shall be considered material if it exceeds the threshold prescribed under SEBI LODR.

## 4. Approval Process

- Audit Committee Approval: All RPTs require prior approval from the Audit Committee.
- Board Approval: RPTs not in the ordinary course of business or not at arm's length require Board approval.
- Shareholder Approval: Material RPTs require approval from disinterested shareholders as per SEBI LODR.

## 5. Disclosure Requirements

- All RPTs shall be disclosed in the Annual Report and to stock exchanges as per SEBI LODR requirements.
- The Company shall maintain a register of RPTs in accordance with the Companies Act, 2013.

## **6. Policy Review And Amendments**

This Policy shall be reviewed periodically and amended as necessary to ensure continued compliance with applicable regulations and best practices in corporate governance